

SHANTAI INDUSTRIES LIMITED

CIN: L46411GJ1988PLC013255

Reg Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007
Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel: 9913425000

NOTICE OF 40TH ANNUAL GENERAL MEETING

Notice is hereby given of the 40th Annual General Meeting of the members of **SHANTAI INDUSTRIES LIMITED** will be held on Wednesday, the 24th day of September, 2025 at the registered office of the company situated at Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007 at 04:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2025, together with the reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited balance sheet, profit and loss account and cash flow statement for the year ended 31st March, 2025 along with the Auditors' report and Directors' Report, be and are hereby considered, adopted and approved"

2. **To appoint a director in place of Mrs. Reena Harish Sawlani, Non-Executive Director (DIN: 07245653), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Reena Harish Sawlani, Non-Executive Director (DIN: 07245653), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as Non-Executive Director of the company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To approve appointment of Mr. Ranjit Binod Kejriwal as a Secretarial Auditor of the company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), Mr. Ranjit Binod Kejriwal, Company Secretary in Practice, Surat (FCS 6116; CP No. 5985), and a Peer Reviewed Company Secretary, be and is hereby appointed as the Secretarial Auditor of the Company, for performing audit of the Company's secretarial records for the financial year beginning from 1st April, 2025 for a period of one term of five consecutive years, that will conclude on 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of his term, plus reimbursement of actual out of pocket and travelling expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT any one Director and/or Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

4. **To approve re-appointment of Mrs. Vandanaben Satishbhai Dalal (DIN: 08779138) as a Non-Executive Independent Director of the company for a further period of five years.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members of the company be and is hereby accorded for the re-appointment of Mrs. Vandanaben Satishbhai Dalal (DIN: 08779138) as a Non-Executive Independent Director of the company to hold the office for a further period of five consecutive years starting from 26th September, 2025 till 30th September, 2030 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

5. **To approve re-appointment of Mr. Harishbhai Fatandas Sawlani (DIN: 00831848) as a Managing Director of the company for a period of five years and continuation of his employment upon attaining the age of 70 years.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and any other applicable laws, if any, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Harishbhai Fatandas Sawlani (DIN: 00831848) as a Managing Director of the company to hold office for a period of five consecutive years starting from 04th November, 2025 till 03rd November, 2030, liable to retire by rotation on such terms and conditions as set out in the explanatory statement annexed hereto, with liberty to the board of directors to vary, amend or revise the remuneration within the maximum ceiling specified under the act and as may be approved by the board of directors.

RESOLVED FURTHER THAT Mr. Harishbhai Fatandas Sawlani shall attain the age of seventy years on 09th March, 2030 and in terms of the provisions of Section 196(3)(a) of the Companies Act, 2013, approval of the shareholders be and is hereby accorded for his continuation as a Managing Director of the company beyond the age of 70 years, on the existing terms and conditions of his appointment or such other terms as may be approved by the board.

RESOLVED FURTHER THAT the remuneration payable to Mr. Harishbhai Fatandas Sawlani (DIN: 00831848) shall be as under:

Salary: Upto Rs. 15,000/- (Rupees Fifteen Thousand Only) per month inclusive of all perquisites.

RESOLVED FURTHER THAT the consent of the members of the company be and is hereby accorded that Mr. Harishbhai Fatandas Sawlani be paid remuneration by way of salary upto a maximum of Rs. 15,000/- (Rupees Fifteen Thousand Only) per month as minimum remuneration.

RESOLVED FURTHER THAT in case of inadequate profit or no profit, the aforesaid remuneration shall be minimum remuneration payable under Schedule V.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

6. **To approve re-appointment of Mr. Vasudev Fatandas Sawlani (DIN: 00831830) as a Whole-time Director of the company for a period of five years and continuation of his employment upon attaining the age of 70 years.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and any other applicable laws, if any, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Vasudev Fatandas Sawlani (DIN: 00831830) as a Whole-time Director of the company to hold office for a period of five consecutive years starting from 04th November, 2025 till 03rd November, 2030, liable to retire by rotation on such terms and conditions as set out in the explanatory statement annexed hereto, with liberty to the board of directors to vary, amend or revise the remuneration within the maximum ceiling specified under the act and as may be approved by the board of directors.

RESOLVED FURTHER THAT Mr. Vasudev Fatandas Sawlani shall attain the age of seventy years on 14th October, 2027 and in terms of the provisions of Section 196(3)(a) of the Companies Act, 2013, approval of the shareholders be and is hereby accorded for his continuation as a Whole-time Director of the company beyond the age of 70 years, on the existing terms and conditions of his appointment or such other terms as may be approved by the board.

RESOLVED FURTHER THAT the remuneration payable to Mr. Vasudev Fatandas Sawlani (DIN: 00831830) shall be as under:
Salary: Upto Rs. 15,000/- (Rupees Fifteen Thousand Only) per month inclusive of all perquisites.

RESOLVED FURTHER THAT the consent of the members of the company be and is hereby accorded that Mr. Vasudev Fatandas Sawlani be paid remuneration by way of salary upto a maximum of Rs. 15,000/- (Rupees Fifteen Thousand Only) per month as minimum remuneration.

RESOLVED FURTHER THAT in case of inadequate profit or no profit, the aforesaid remuneration shall be minimum remuneration payable under Schedule V.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Date: 29-08-2025

Reg. Office: Shop 10 2nd Floor, Agrasen Point,
Nr Agrasen Bhavan, Citylight Road, Bharthana,
Surat -395007

Email: shantaiindustriesltd@gmail.com

Website: www.shantaiindustrieslimited.com

By order of the Board
For Shantai Industries Limited

Sd/-
Shipra Mehta
Company Secretary

NOTES:

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the special business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office **not less than 48 hours before the commencement of the meeting** (on or before the scheduled time of the commencement of 40th Annual General Meeting). A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the AGM is enclosed.
3. Pursuant to Section 113 of the Companies Act, 2013, Corporate members intending to send their authorized representative to attend the meeting are requested to send to the company a certified copy of board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, polling paper or proxy form.
5. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
6. Members are requested to quote Folio/DPID number in all their correspondences.
7. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the company during the business hours on any working day (except Sunday and holidays) between 11.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
11. Equity shares of the Company are under compulsory demat trading by all Investors.
12. The Annual Report 2024-25, the Notice of the 40th AGM and instructions for e-voting along with the Attendance Slip and Proxy form are being sent through electronic mode to all the members whose email addresses are registered with the Company/ RTA/ Depositories, unless a member has requested for a physical copy of documents. For members who have not registered their email addresses, a letter providing the web-link of the path of Annual Report on company's website is being sent by the permitted mode.
13. Members may also note that the Notice of the 40th AGM and Annual Report 2024-25 will be available on the Company's website at www.shantaindustrieslimited.com, on website of BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com. For members who have not registered their email addresses, a letter providing the web-link of the path of Annual Report on company's website is being sent by the permitted mode.
14. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
15. Members seeking any information/document as referred in the notice are requested to write to the Company on or before 24th day of September, 2025 through email at csshantaiindustries@gmail.com. The same will be addressed by the company suitably.
16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.

17. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address :-

MCS Share Transfer Agent Limited

Registrar to Issue & Share Transfer Agents

9 Shiv Shakti Industrial Estate,

1st Fl, Neelam Apartment, 88, Sampatrao Colony,

Above Chhapanbhog, Alkapuri, Vadodara-390007

Email Id: mcsltdbaroda@gmail.com

Website: www.mcsregistrars.com

Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

18. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN Card, Passport, Aadhar Card or driving license to enter the AGM hall.
19. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
20. The voting rights of Shareholders shall be in proportion of their shares held to the paid-up equity share capital of the Company as on Wednesday, 17th September, 2025.
21. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Ratnabhoomi Party Plot, Surat.
- 22. Information and other instructions relating to e-voting are as under:**

- I. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through polling paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- II. If members are opting for remote e-voting, they shall not vote by polling paper and vice versa. However, in case members cast their vote both by polling paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by polling paper will be treated as invalid.
- III. Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Polling Paper, in a fair and transparent manner.
- IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. 17th September, 2025.
- V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 17th September, 2025, only shall be entitled to avail the facility of remote e-voting / as well as voting through the polling process at the AGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this notice as intimation only.
- VI. A person who has acquired the shares and has become a member of the company after the dispatch of the notice of the AGM and prior to the cut-off date i.e. 17th September, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the polling process at the AGM by following the procedure mentioned in this part.
- VII. The remote e-voting period will commence on Sunday, 21st September, 2025 at 9.00 a.m. and will end on Tuesday, 23rd September, 2025 at 5.00 p.m. During this period, the members of the company holding shares either in physical form or in demat form as on the cut-off date i.e. 17th September, 2025, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be

automatically disabled for voting thereafter.

- VIII. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- IX. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 2 working days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company. The results shall be communicated to the stock exchanges.
- X. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. 24th September, 2025.
- XI. **Instructions to Members for e-voting are as under:**

The remote e-voting period starts on Sunday, 21st September, 2025, on open of working hours (i.e. 9:00 hours) and ends on, Tuesday, 23rd September, 2024, on the close of working hours (i.e. 17:00 hours). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17th September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17th September, 2025.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the company and becomes member of the company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 17th September, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430. In case of individual shareholders holding securities in demat mode who acquires shares of the company and becomes a member of the company after sending of the notice and holding shares as of the cut-off date i.e. 17th September, 2025, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz.

	https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 136166 then user ID is 136166001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to csshantaiindustries@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to csshantaiindustries@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Please note the following:

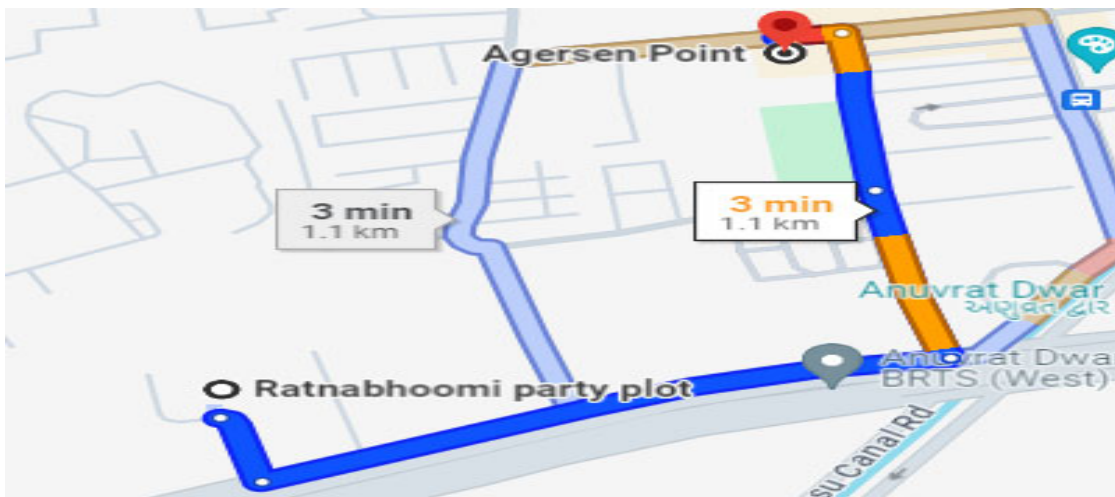
A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

ROUTE MAP TO THE VENUE OF THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY



Date: 29-08-2025

Reg. Office: Shop 10 2nd Floor, Agrasen Point,
Nr Agrasen Bhavan, Citylight Road, Bharthana,
Surat -395007

Email: shantaiindustriesltd@gmail.com

Website: www.shantaiindustrieslimited.com

By order of the Board
For Shantai Industries Limited

Sd/-
Shipra Mehta
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

ITEM NO. 3:

Pursuant to the amendment notified in Regulation 24A by way of SEBI (LODR) (Third Amendment) Regulations, 2024, with effect from April 01, 2025, the company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 29th August, 2025 proposed to appoint Mr. Ranjit Binod Kejriwal, Company Secretary in Practice, (FCS: 6116, COP: 5985) who is a Peer Reviewed Company Secretary, as the Secretarial Auditor of the company, for performing Secretarial Audit of the company for a period of five consecutive years commencing from 01st April, 2025 till 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of his term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.

Mr. Ranjit Binod Kejriwal is a Practicing Company Secretary, providing secretarial consultancy services for 20 years. He has in-depth experience in various areas of practice, including corporate laws, IPO listing, listing compliances, secretarial management guidance & audit, due diligence, compliance audit, corporate governance audit, merger-acquisition and corporate restructuring, FEMA, RBI, and other economic laws.

The Secretarial Auditor confirms that he holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that he has not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment.

The proposed fees in connection with the secretarial audit shall be Rs. 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and other out-of-pocket expenses for financial year 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and the secretarial auditor. In addition to the secretarial audit, Mr. Ranjit Binod Kejriwal shall provide such other services in the nature of certifications and other professional work, as approved by the board of directors. The relevant fees will be determined by the board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

Accordingly, your directors recommend the ordinary resolution mentioned in item no. 3 of this notice for approval of the shareholders. None of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in in passing the proposed resolution as set out in Item no. 3.

ITEM NO. 4:

As per Section 149(10) of the Companies Act, 2013 (Companies Act, 2013), an Independent Director shall hold office for a term of upto five consecutive years on the board of a company, but shall be eligible for re-appointment on passing a special resolution by the company for further term of upto five consecutive years on the board of a company.

On the recommendation of the Nomination and Remuneration Committee of the board of directors of the company, the board of directors of the company in its meeting held on 29th August, 2025 has subject to the approval of the shareholders in ensuing general meeting, re-appointed Mrs. Vandanaben Satishbhai Dalal (DIN: 08779138) as a Non-Executive Independent Director of the company for the further period of five

years from the expiry of her present term, that is with effect from 26th September, 2025 till 25th September, 2030.

Mrs. Vandanaben Satishbhai Dalal is independent to the company and possesses the required qualifications and skills. Mrs. Vandanaben Satishbhai Dalal satisfies all the conditions set out in Schedule V to the Companies Act, 2013 as also conditions set out under subsection (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mrs. Vandanaben Satishbhai Dalal is associated as a Non-executive Independent Director of Shantai Industries Limited since the year 2020. She is backed by a strong legal background. She brings with her expertise in corporate law, governance practices, sustainability, which strengthens the Board's ability to provide strategic guidance and ensure sound governance practices. As an Independent Director, she upholds the highest standards of integrity, objectivity, and corporate governance and provides valuable insights for the balanced and sustainable growth of the company.

Keeping in view, her experience and services rendered by her during her first term as a Non-Executive Independent Director of the company, it is in best interest of the company to re-appoint her as the Non-Executive Independent Director of the company.

Accordingly, your directors recommend the special resolution mentioned in item no. 4 of this notice for approval of the shareholders. Except Mrs. Vandanaben Satishbhai Dalal, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5:

The members of the company had re-appointed Mr. Harishbhai Fatandas Sawlani (DIN: 00831848) as a Managing Director of the company for a period of five years with effect from 04th November, 2020 and the present term of his re-appointment would lapse on 03rd November, 2025.

On the recommendation of the Nomination and Remuneration Committee of the board of directors of the company, the board of directors of the company in its meeting held on 29th August, 2025 has, subject to approval of the shareholders in ensuing general meeting, re-appointed Mr. Harishbhai Fatandas Sawlani (DIN: 00831848) as a Managing Director of the company for a period of five years from the expiry of his present term, that is with effect from 04th November, 2025 to 03rd November, 2030, liable to retire by rotation. He shall be paid remuneration by way of salary of Rs. 15,000 (Rupees Fifteen Thousand Only) per month inclusive of all perquisites.

Mr. Harishbhai Fatandas Sawlani has been associated with the company for over a decade and has played a pivotal role in the growth and success of the company by actively participating in the decision-making and overseeing operations on a regular basis. He is a visionary leader with over 38 years of extensive experience in the textile manufacturing and allied industries. He has been instrumental in driving the company's growth through strategic expansion, adoption of advanced technologies, and a strong focus on innovation, quality, and sustainability. Under his leadership, the company has consistently achieved operational and financial milestones. The board believes that his continued leadership is essential for the successful execution of ongoing strategic initiatives and future growth of the company.

As per the provisions of Section 196(3)(a) of the Companies Act, 2013, no company shall appoint or continue the employment of any person as managing director who has attained the age of seventy years unless it is approved by a special resolution passed by the shareholders.

Mr. Harishbhai Fatandas Sawlani will attain the age of seventy year on 09th March, 2030 during the proposed term of re-appointment. Accordingly, board of directors of the company recommends re-appointing him as a Managing Director for approval of shareholder by way of passing special resolution as set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013.

Except the paragraph as aforementioned Mr. Harishbhai Fatandas Sawlani satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013 for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Harishbhai Fatandas Sawlani as a Managing Director, the company has no profits or its profits are inadequate, the company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 5 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

The company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

- a. The payment of remuneration is approved by a resolution passed by the board at a meeting held on 28th May, 2024 and also by the Nomination and Remuneration Committee of Directors at a meeting held on 28th May, 2024.
- b. Further, the company has not made any default in repayment of any of its debts or interest payable thereon.

Keeping in view, his experience it is in best interest of the company to re-appoint him as Managing Director of the company.

Accordingly, your directors recommend the special resolution mentioned in item no. 5 of this notice for approval of the shareholders. Except Mr. Harish Fatandas Sawlani, Managing Director, Mrs. Reena Harish Sawlani, Non-Executive Director and Mr. Vasudev Fatandas Sawlani, Whole-time Director and their relatives none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6:

The members of the company had re-appointed Mr. Vasudev Fatandas Sawlani (DIN: 00831830) as a Managing Director of the company for a period of five years with effect from 04th November, 2020. Further, the members of the company had re-designated Mr. Vasudev Fatandas Sawlani (DIN: 00831830) as a Whole-time Director of the company with effect from 29th September, 2022 for his remaining tenure and his present term would lapse on 03rd November, 2025.

On the recommendation of the Nomination and Remuneration Committee of the board of directors of the company, the board of directors of the company in its meeting held on 29th August, 2025 has, subject to approval of the shareholders in ensuing general meeting, re-appointed Mr. Vasudev Fatandas Sawlani (DIN: 00831830) as a Whole-time Director of the company for a period of five years from the expiry of his present term, that is with effect from 04th November, 2025 to 03rd November, 2030, liable to retire by

rotation. He shall be paid remuneration by way of salary of Rs. 15,000 (Rupees Fifteen Thousand Only) per month inclusive of all perquisites.

Mr. Vasudev Fatandas Sawlani has been associated with the company for over a decade and possesses over 37 years of rich experience in the textile manufacturing industry, with expertise in production management, operations, marketing, supply chain, product development, etc. Over the years, he has contributed significantly to the company's operational efficiency and strategic growth. The board believes that his deep industry knowledge and consistent performance will continue to add value to the company's ongoing projects and daily operations.

As per the provisions of Section 196(3)(a) of the Companies Act, 2013, no company shall appoint or continue the employment of any person as whole-time director who has attained the age of seventy years unless it is approved by a special resolution passed by the shareholders

Mr. Vasudev Fatandas Sawlani will attain the age of seventy years on 14th October, 2027 during the proposed term of re-appointment. Accordingly, board of directors of the company recommends re-appointing him as a Whole-time Director for approval of shareholder by way of passing special resolution as set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013.

Except the paragraph as aforementioned Mr. Vasudev Fatandas Sawlani satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013 for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Vasudev Fatandas Sawlani as a Whole-time Director, the company has no profits or its profits are inadequate, the company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 6 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

The company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

- a. The payment of remuneration is approved by a resolution passed by the board at a meeting held on 28th May, 2024 and also by the Nomination and Remuneration Committee of Directors at a meeting held on 28th May, 2024.
- b. Further, the company has not made any default in repayment of any of its debts or interest payable thereon.

Keeping in view, his experience it is in best interest of the company to re-appoint him as Whole-time Director of the company.

Accordingly, your directors recommend the special resolution mentioned in item no. 6 of this notice for approval of the shareholders. Except Mr. Harish Fatandas Sawlani, Managing Director, Mrs. Reena Harish Sawlani, Non-Executive Director and Mr. Vasudev Fatandas Sawlani, Whole-time Director and their relatives none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the special resolution at item no. 5 and item no. 6 of the notice is as follows:

SN	General Information	Particulars																			
1.	Nature of Industry	Manufacturing of textile																			
2.	Date of Commencement of Commercial Production	Commercial production commenced in the year 1988																			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.																			
4.	Financial Performance based on given indicators	As per standalone audited financials as on 31.03.2025: <table><tr><th>Particulars</th><th>Amount in Lakhs</th></tr><tr><td>Paid up Capital</td><td>150.00</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>616.52</td></tr><tr><td>Total Income</td><td>2033.56</td></tr><tr><td>Total Expenses</td><td>2001.01</td></tr><tr><td>Profit before Tax</td><td>32.55</td></tr><tr><td>Exceptional Item</td><td>0.04</td></tr><tr><td>Tax Expenses/ (Benefit)</td><td>1.88</td></tr><tr><td>Profit after Tax</td><td>30.63</td></tr></table>		Particulars	Amount in Lakhs	Paid up Capital	150.00	Reserves excluding Revaluation Reserves	616.52	Total Income	2033.56	Total Expenses	2001.01	Profit before Tax	32.55	Exceptional Item	0.04	Tax Expenses/ (Benefit)	1.88	Profit after Tax	30.63
Particulars	Amount in Lakhs																				
Paid up Capital	150.00																				
Reserves excluding Revaluation Reserves	616.52																				
Total Income	2033.56																				
Total Expenses	2001.01																				
Profit before Tax	32.55																				
Exceptional Item	0.04																				
Tax Expenses/ (Benefit)	1.88																				
Profit after Tax	30.63																				
5.	Foreign investments or collaborators, if any	The company has not entered into any foreign collaborations and no direct capital investment has been made in the company. Foreign investors, mainly comprising NRIS, are investors in the company on account of past issuance of securities /purchase of shares of the company from the secondary market.																			
II	Information about the director	Mr, Harishbhai Fatandas Sawlani, Managing Director	Mr. Vasudev Fatandas Sawlani, Whole-time Director																		
1.	Background details	As Per Explanatory Statement item no. 5	As Per Explanatory Statement item no. 6																		
2.	Past remuneration	Salary of Rs. 15,000/- per month	Rs. 15,000/- per month																		
3.	Recognition or awards	Nil																			
4.	Job profile and his suitability	As Per Explanatory Statement item no. 5	As Per Explanatory Statement item no. 6																		
5.	Remuneration proposed	Salary of Rs. 15,000/- per month	Rs. 15,000/- per month																		
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profiles and the positions, the remuneration is fully justifiable and comparable to that prevailing in the industry.																			

7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Harishbhai Fatandas Sawlani is the brother of Mr. Vasudev Fatandas Sawlani, Whole-time Director of the company. Mr. Harishbhai Fatandas Sawlani is the husband of Mrs. Reena Harish Sawlani, Non-Executive Director of the company.	Mr. Vasudev Fatandas Sawlani is the brother of Mr. Harishbhai Fatandas Sawlani, Whole-time Director of the company.
8.	Other Information - Reasons of loss or inadequate profits - Steps taken or proposed to be taken for improvement Expected increase in productivity and profits in measurable terms	As the company is engaged in the manufacturing sector, the capital expenses are high. The company takes various steps on a regular basis such as cost control and improving efficiency. The company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The management is confident of achieving sustained growth in the future. As the company is growth oriented, it is majorly incurring capital expenditures for its capacity expansion to cope with the ever-increasing customer demands. In view of the steps taken by the company as stated above, the company believes that there will be significant increase in productivity and profitability in the years to come.	

ANNEXURE TO NOTICE:**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)

1. **Mrs. Reena Harish Sawlani (DIN: 07245653)** is proposed to be re-appointed as Non-Executive Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	Mr. Reena Harish Sawlani
DIN	07245653
Date of Birth	06/04/1966
Qualification	B. Com
Expertise in specific functional areas	Experience of more than 13 years in Designing.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 2 of the Notice convening this meeting, Mrs. Reena Harish Sawlani is liable to retire by rotation at the meeting.
Remuneration last drawn	NIL
Remuneration proposed	NIL
Date of First Appointment	27/07/2015
Relationship with Directors/Key managerial Personnel	Mrs. Reena Harish Sawlani is wife of Mr. Harishbhai Fatandas Sawlani, Managing Director of the company.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board	Shantai Industries Limited: a. Non-Executive Director b. Chairman of Stakeholders Relationship Committee c. Member of Nomination and Remuneration Committee
No. of meetings of the board attended during the year	13
Listed entities from which the person has resigned in the past three years	NIL

2. **Mrs. Vandanaben Satishbhai Dalal (DIN: 08779138)** is proposed to be re-appointed as a Non-Executive Independent Director and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	Mrs. Vandanaben Satishbhai Dalal
DIN No.	08779138
Date of Birth	29/10/1969
Qualification	B. Com and LLB
Expertise in specific functional areas	She is backed by a strong legal background. She brings with her expertise in corporate law, governance practices, sustainability, which strengthens the Board's ability to provide strategic guidance and ensure sound governance practices.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 4 of the notice convening this meeting, Mrs. Vandanaben Satishbhai Dalal is proposed to be re-appointed as an Independent Director for the further period of five years with effect from 26 th September, 2025 till 25 th September, 2030, not liable to retire by rotation.
Remuneration last drawn	NIL
Remuneration proposed	NIL
Date of First Appointment	26/09/2020
Relationship with Directors/Key	Mrs. Vandanaben Satishbhai Dalal is not related to any

managerial Personnel	director
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board *	Shantai Industries Limited: a. Non-Executive Independent Director b. Member of Audit Committee c. Member of Stakeholders Relationship Committee d. Member of Nomination and Remuneration Committee
No. of meetings of the board attended during the year	13
Listed entities from which the person has resigned in the past three years	NIL
Number of equity shares held in the company, including shareholding as a beneficial owner	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in item no. 4 of the explanatory statement.

3. **Mr. Harishbhai Fatandas Sawlani (DIN: 00831848)** is proposed to be re-appointed as Managing Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	Mr. Harishbhai Fatandas Sawlani
DIN	00831848
Date of Birth	09/03/1960
Qualification	Diploma in Textile Chemistry
Expertise in specific functional areas	Experience of more than 38 years in Administration.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 5 of the Notice convening this meeting, Mr. Harishbhai Fatandas Sawlani is proposed to be re-appointed as Managing Director, liable to retire by rotation.
Remuneration last drawn	Salary of Rs. 15,000/- per month
Remuneration proposed	Salary of Rs. 15,000/- per month
Date of First Appointment	27/07/2015
Relationship with Directors/Key managerial Personnel	Mr. Harishbhai Fatandas Sawlani is the brother of Mr. Vasudev Fatandas Sawlani, Whole-time Director of the company. Mr. Harishbhai Fatandas Sawlani is the husband of Mrs. Reena Harish Sawlani, Non-Executive Director of the company.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board *	Shantai Industries Limited: a. Managing Director b. Member of Audit Committee
No. of meetings of the board attended during the year	13
Listed entities from which the person has resigned in the past three years	NIL

4. **Mr. Vasudev Fatandas Sawlani (DIN: 00831830)** is proposed to be re-appointed as Whole-time Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	Mr. Vasudev Fatandas Sawlani
DIN	00831830
Date of Birth	14/10/1957
Qualification	H.S.C.

Expertise in specific functional areas	Experience of more than 37 years in Administration.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 6 of the Notice convening this meeting, Mr. Vasudev Fatandas Sawlani is proposed to be re-appointed as Whole-time Director, liable to retire by rotation.
Remuneration last drawn	Salary of Rs. 15,000/- per month
Remuneration proposed	Salary of Rs. 15,000/- per month
Date of First Appointment	27/07/2015
Relationship with Directors/Key managerial Personnel	Mr. Vasudev Fatandas Sawlani is the brother of Mr. Harishbhai Fatandas Sawlani, Whole-time Director of the company.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board *	Shantai Industries Limited: Whole-time Director
No. of meetings of the board attended during the year	13
Listed entities from which the person has resigned in the past three years	NIL

Date: 29-08-2025

Reg. Office: Shop 10 2nd Floor, Agrasen Point,
Nr Agrasen Bhavan, Citylight Road, Bharthana,
Surat -395007

Email: shantaiindustriesltd@gmail.com

Website: www.shantaiindustrieslimited.com

By order of the Board
For Shantai Industries Limited

Sd/-
Shipra Mehta
Company Secretary

SHANTAI INDUSTRIES LIMITED

CIN: L46411GJ1988PLC013255

Reg Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007
Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel: 9913425000

ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No	
No. of Shares	

*DP ID	
*Client ID	

* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at the 40th Annual General Meeting of the company held on Wednesday, the 24th day of September, 2025 at the registered office of the company situated at Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007 at 04:00 P.M.

Shareholders Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the meeting hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the company.
3. Members are requested to bring their copy of this Attendance Slip at the Annual General Meeting of the company.

SHANTAI INDUSTRIES LIMITED

CIN: L46411GJ1988PLC013255

Reg Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007
Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel: 9913425000

**Form MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) if the Companies (Management and Administration Rules, 2014]

CIN: L46411GJ1988PLC013255**Name: SHANTAI INDUSTRIES LIMITED****Registered Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat - 395007**

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio No/ *Client ID:	
*DP ID:	

*Applicable for holders holding shares in demat/ electronic mode

I/We, being the member(s) of Shares of the above named company, hereby appoint

1. Name:Address:
E-mail ID:Signature:**Or failing him**
2. Name:Address:
E-mail ID:Signature: **Or failing him**
3. Name:Address:
E-mail ID:Signature:

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 40th Annual General Meeting of the company, to be held on Wednesday, the 24th day of September, 2025 at the registered office of the company situated at Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007 at 04:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

SN	Resolutions:
1	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2025, together with the reports of the Board of Directors and Auditors thereon.
2	To appoint a director in place of Mrs. Reena Harish Sawlani, Non-Executive Director (DIN: 07245653), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
3	To approve appointment of Mr. Ranjit Binod Kejriwal as a Secretarial Auditor of the company.
4	To approve re-appointment of Mrs. Vandanaaben Satishbhai Dalal (DIN: 08779138) as a Non-Executive Independent Director of the company for a further period of five years.
5	To approve re-appointment of Mr. Harishbhai Fatandas Sawlani (DIN: 00831848) as a Managing Director of the company for a period of five years and continuation of his employment upon attaining the age of 70 years.
6	To approve re-appointment of Mr. Vasudev Fatandas Sawlani (DIN: 00831830) as a Whole-time Director of the company for a period of five years and continuation of his employment upon attaining the age of 70 years.

Signed this ____ day of _____, 2025.

Signature of Shareholder

Affix a Re 1
Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SHANTAI INDUSTRIES LIMITED

CIN: L46411GJ1988PLC013255

Reg Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007
 Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel: 9913425000

Form MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) if the Companies (Management and Administration Rules, 2014)]

Name of the Company: **SHANTAI INDUSTRIES LIMITED**
 Registered Office: **Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007**
 CIN: **L46411GJ1988PLC013255**

POLLING PAPER

S.No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I/We hereby exercise my/our vote in respect of the resolution as set out in the Notice of Annual General Meeting of the company scheduled to be held on Wednesday, the 24th day of September, 2025 at the registered office of the company situated at Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007 at 04:00 P.M which is proposed to be placed for consideration of members at the aforesaid AGM of the company, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark at the appropriate box below:

No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
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Ordinary Business

1	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2025, together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)			
2	To appoint a director in place of Mrs. Reena Harish Sawlani, Non-Executive Director (DIN: 07245653), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. (Ordinary Resolution)			

Special Business

3	To approve appointment of Mr. Ranjit Binod Kejriwal as a Secretarial Auditor of the company. (Ordinary Resolution)			
4	To approve re-appointment of Mrs. Vandanaben Satishbhai Dalal (DIN: 08779138) as a Non-Executive Independent Director of the company for a further period of five years. (Special Resolution)			

5	To approve re-appointment of Mr. Harishbhai Fatandas Sawlani (DIN: 00831848) as a Managing Director of the company for a period of five years and continuation of his employment upon attaining the age of 70 years. (Special Resolution)			
6	To approve re-appointment of Mr. Vasudev Fatandas Sawlani (DIN: 00831830) as a Whole-time Director of the company for a period of five years and continuation of his employment upon attaining the age of 70 years. (Special Resolution)			
Place: Surat Date: 24/09/2025 (Signature of the shareholder)				

INSTRUCTIONS

1. This Polling Paper is provided to enable the shareholder(s) or their proxy(ies) for voting by way of Polling Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Polling Paper.
2. A member can opt for only one mode of voting i.e. either through e-voting or by Polling paper if a member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Polling paper shall be treated as invalid.

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
136166

E-Voting shall start on Sunday, 21st day of September, 2025 (9.00 a.m.) and will be open till Tuesday, 23rd day of September, 2025 till the close of working hours (i.e. 5.00 p.m.).

Note: Please read the instructions printed overleaf carefully before exercising your vote.